

EXHIBIT 'B'

ATTESTED, AUTHENTICATED AND NOTARIZED COPY OF THE FOLLOWING DOCUMENTS

1. Copy of the Certificate of Incorporation of AFL
2. Copy of Commencement of Business of AFL
3. Copy of the Resolution of AFL
4. Copy of Share Certificate (Jagjit Randhawa)
5. Copy of Bank Deposit Receipt (Randhawa)
6. Copy of Hand Written Note
7. Copy of Letter of Director of Finance – Designated as **Letter Two**, Page 23 of the Complaint
7. Copy of Arthur Berg Letter – Designated as **Letter Three**, Page 23 of the Complaint
8. Copy of Letter from Secretary-Corporate Affairs – Designated as **Letter One**, Page 22 of the Complaint
9. Copy of State Bar of California Letter
10. Copy of the Airway Bill showing receipt of DHL letter by the State Bar
11. Copy of Chite Khanna Letter
12. Copy of Decision of State Bar Court
13. Copy of the Letter from R. S. Mahla, Advocate

GENERAL AUTHENTICATION CERTIFICATION

REPUBLIC OF INDIA)
CITY OF NEW DELHI)
EMBASSY OF THE UNITED)
STATES OF AMERICA)

SS:

I certify that the official named below, whose true signature and official seal are, respectively, subscribed and affixed to this document, was, on this day, empowered to action the official capacity designated in the document, to which faith and credit are due.

SHEKHAR YADAV

NAME OF INDIVIDUAL



SIGNATURE OF CONSULAR OFFICER

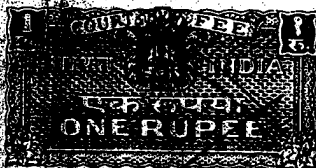
Patrick McNeil
ConsulU. S. Embassy
New Delhi, India

COMMISSION EXPIRES: INDEFINITE

NAME/TITLE OF THE OFFICER

22 FEB 2007

DATE



IN THE COURT OF SH. ACMM, ROHINI DISTRICT, COURT, DELHI

COMPLAINANT NUMBER _____ OF 2006.

IN THE MATTER OF :-

M/S Amerindia Foods Limited
14E/CC Harinagar
New Delhi 110064

...COMPLAINANT

VERSUS

Sh. Jagjit Singh Randhawa
395 Sparrow Drive
Hercules, California
United States of America

Smt. Baljit Singh Randhawa
395 Sparrow Drive
Hercules, California
United State of America

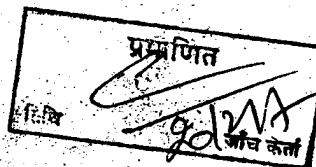
11-12-06
By ...
12-12-06

Dated 11-12-06

...ACCUSED PERSONS

COMPLAINT U/S 156 (3) Cr.P.C READ WITH 420/120B/471/191 OF IPC ON
BEHALF OF COMPLAINANT.

COMPLAINANT FILED UNDER IPC SECTIONS 191 THROUGH 209
INCLUSIVE FOR FILING FALSE EVIDENCE AND COMMITTING PERJURY
UNDER OATH: IPC SECTION 120B. CRIMINAL CONSPIRACY READ WITH
SS 471 AND 420, IPC FOR CONSPIRING WITH THE STATE BAR OF
CALIFORNIA, USA. PROSECUTOR TO USE FORGED DOCUMENTS AND IPC
SECTIONS 206 TO 211, INCLUSIVE, ABUSE OF PROCESS.



21/12/07
VJAY DATTA
Sub Divisional Magistrate
Rajouri Garden,
Old Middle School Complex,
Ram Pura, Delhi-110035.

IN THE COURT OF
COMPLAINANT

IN THE MATTER OF:-
M/S Amerindia Foods Limited
14E/CC Hazratgarh
New Delhi 110064

VERGUS
Sh. Jagjit Singh K
395 Sparrow
Hercules
Unit

1356
19/1/07
27-360
29-
38-57

संख्या 23.01.2 में श्रवण पत्र की संख्या
प्रतिनिधि के लिए आदेश प्रस्ताव करने की तारीख
संविदा के अंतर्गत प्रस्ताव - 100
(1) प्रस्ताव को प्रतिक्रिया प्रस्ताव के माध्यम से
(2) प्रस्ताव को प्रतिक्रिया प्रस्ताव के माध्यम से और
प्रस्ताव को प्रतिक्रिया प्रस्ताव के माध्यम से
प्रस्ताव को प्रतिक्रिया प्रस्ताव के माध्यम से
प्रस्ताव को प्रतिक्रिया प्रस्ताव के माध्यम से
(3) प्रस्ताव को प्रतिक्रिया प्रस्ताव के माध्यम से
(4) प्रस्ताव को प्रतिक्रिया प्रस्ताव के माध्यम से
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Jagjit Singh

24/1/07

No. 29.018 दिनांक 27 FEB 2007

अतिरिक्त जिला मजिस्ट्रेट / सब-डिविजनल
मजिस्ट्रेट / जिला मजिस्ट्रेट / विवाह
रजिस्ट्रार / न्यायपालिका के इलाका
अंतर्गत प्रस्ताव प्रस्ताव

In the presence of (Signature)
(Signature)

Section Officer (D.I.)
सीपीडी प्रभाग/CPV Division
विदेश मंत्रालय, नई दिल्ली
Min. of External Affairs, New Delhi

COMPLAINANT NUMBER

OF 2006

IN THE MATTER OF: -

M/S Amerindia Foods Limited
14E/CC Harinagar
New Delhi 110064

...COMPLAINANT

VERSUS

Sh. Jagjit Singh Randhawa
395 Sparrow Drive
Hercules, California
United States of America

Smt. Baljit Singh Randhawa
395 Sparrow Drive
Hercules, California
United State of America

...ACCUSED PERSONS

LIST OF DOCUMENTS

S.NO	DATE	DESCRIPTION	PAGE
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1.	30.10.92	Photocopy of certificate of incorporation	17, 18
2.	03.03.94	Photocopy of Commencement of Business	18
3.	04.11.06	Photocopy of Resolution of AFL	19
4.	13.11.03	Photocopy of Share Certificate (Jagjit Randhawa)	20
5.	30.12.96	Photocopy of Bank Deposit Receipt (Randhawa)	22
6.	15.09.96	Photocopy Hand Written Note	22
7.	21.12.96	Photocopy of Director of Finance Letter	23
8.	07.07.07	Photocopy Arthur Berg Letter	24
9.	19.09.97	Photocopy Secretary Corporate Affairs	25, 26
10.	19.02.03	Photocopy State Bar California Letter	27 to 32
11.	12.19.03	Photocopy of Chiter Khanna Letter	31
12.	21.10.04	Photocopy of Decision of State Bar Court	34 to 59
13.	21.10.04	Photocopy of Decision of State Bar Court	

PLACE: NEW DELHI
DATE: - 11.12.06

काशी (प्र) अला एम्स सन व्यापारी
प्रतिष्ठा विरली
प्रतिष्ठित विभाग (प्रतिष्ठित)
प्रतिष्ठित विभाग प्रतिष्ठित
दिनांक १८/७/७७
प्रतिष्ठित विभाग प्रतिष्ठित १८७२ की
दिनांक १८/७/७७

८९ $\frac{89}{21407}$

VIJAY DATTA
Sub Divisional Magistrate
Rajouri Garden,
Old Middle School Complex,
Rampura, Delhi-110055.

श्रीमान श्री यशवन्त/SHYAMANT YADAV
 अनुसंधान अधिकारी (सी.आई.-१)
 Section Officer (C.I.)
 सी.पी.डी. प्रभाग, CPV Division
 विदेश मंत्रालय, नई दिल्ली
 Min. of External Affairs, New Delhi

ANNEXTURE No. 3 - 19-



RESOLUTION OF
AMERINDIA FOODS LIMITED

By unanimous vote, the Board of Directors, hereby passes a Resolution that the company has undertaken to file criminal complaint against Jagjit Singh Randhawa and Baljit Randhawa of California, U.S.A. for committing Criminal Conspiracy, Giving and Fabricating False Evidence, Perjury and Abuse of Process against the company for causing irreparable injury and harm to the company and its officers.

It has also been decided to retain the services of Shree C. S. Khanna as the Lead Advocate and Advocate on Record.

For Amerindia Foods Limited

Managing Director

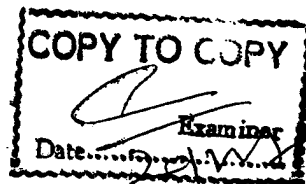
Kanwal Sain

DATED: 8TH December, 2006

Managing Director

*A/c
Khanna*

ANNEXTURE No. 3



a/s *21/12/07*
VIJAY DATTA
Sub Divisional Magistrate
Rajoun Garden,
Old Middle School Complex,
Ram Pura, Delhi-110035.

Authorised Signatory

ANNEXTURE No. 4

चं० 24051-21 FEB 2007

No.
व्यक्तिगत विभाग, नई दिल्ली / जन विविजनस
मंत्रालय / नई दिल्ली / विभाग
नई दिल्ली / नई दिल्ली / नई दिल्ली
सत्य विभाग, नई दिल्ली
The Minister, Ministry of External Affairs (Prosecutive)
Minister, Ministry of External Affairs (Prosecutive)
Minister, Ministry of External Affairs (Prosecutive)



(बलर योदव) SHEKHAR YADAV
महकाय अधिकारी (सी० आई०)
Section Officer (O I.)
सीरीस प्रभाग CPV Division
विदेश मंत्रालय, नई दिल्ली
Min. of External Affairs, New Delhi

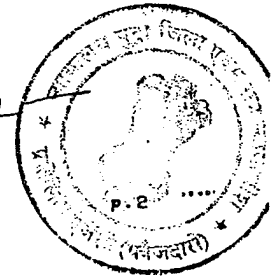
ANNEXTURE No. 6

22

Dec 17 03 04:38p

Bryant H Byrnes

5107632406



TAKE HIS PASSPORT & ALL THE PAPERS
WHICH HE HAS FILED WITH THE U.S. EMBASSY

GIVE HIM ONLY Rs. 10,000.

CHITER SAIN KHANNA, ADVOCATE

QU-39 PITAMPURA

SUPREME COURT

NEW DELHI

OF INDIA

TEL. 513-3530

IN REFERENCE TO.

TELEPHONE CONVERSATION

RE: IMMIGRATION - (GC STATUS)

OF RACHHPAL SINGH

SD BALWINDER SINGH

TUESDAY, SEPT 17th, 1996.

MEET MR. KHANNA AT THE

HILTON HOTEL, LOBBY

AT 10:00 A.M.

HILTON HOTEL IS

AT BARAKHANDEA ROAD

IN NEW DELHI.

91113320101

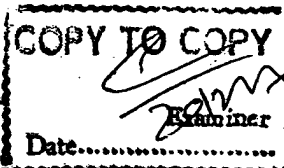
GO TO THE LOBBY MANAGER OF THE
HOTEL & ASK FOR MR. KHANNA

Dec 19 2003 10:14AM PJ

FHX NL : 913/25757

FROM :

ANNEXTURE No. 6



21/11/97
DATT
Sub Divisional Magistrate
Rajouri Garden,
Old Middle School Complex,
Ram Pura, Delhi-110036.

OFFICE
100 TENTH STREET, SUITE 439
BERKELEY, CA 94710
U.S.A.
Tel: 001-415-1835

21 December, 1
Shri Jagjit Singh
2023 Key Boulevard
El Cerrito, CA
S.A. 94530
n.saravna

बि. २९४९ दिनांक
बि. २९४९ दिनांक
बि. २९४९ दिनांक
बि. २९४९ दिनांक
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बि. २९४९ दिनांक
बि. २९४९ दिनांक

21 FEB 2007



Shekhar
(Shekhar Yadav/SHEKHAR YADAV)
Joint Secretary (G.I.)
CPV Division
Ministry of External Affairs, New Delhi

TABAY
(S)
(S)
Division
New Delhi

23
AMERINDIA FOODS LIMITED
231 JAINA TOWERS
VIKASPURI, NEW DELHI 110 018

OFFICE
1000 NORTH STREET, SUITE 439
BERKELEY, CA 94710

TEL: 001-549-1835

Telephone: 3346431
Fax: 3346432



21 December, 1996

Shri Jagjit Singh Randhawa
2023 Key Boulevard Street
El Cerrito, California
U.S.A. 94530

Reference Number: Corp.3/USA/34 -

Respected Shri Randhawa Ji:

Today we have received an amount of Five Lakhs and Fifty Two Thousand Rupees towards your investment in our company through Mr. Padam Khanna, our lawyer in the USA. We thank you very much for this investment and hereby inform you that we have already dispatched company material and our proposed construction schedule of our plant at Nasik.

On Fourth of January in the coming New Year, we are holding a Corporate meeting here at our offices in New Delhi. At that time we will issue all the stocks and shares to all the shareholders and elect the Board of Directors. Please confirm your mailing address.

Once again, we thank you for your investment

Very truly yours,

Suresh Bhatia
Director of Finance

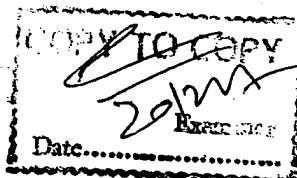
cc. Mr. Chiter Sain Khanna
Chairman

Handwritten: SIC
Kumar

EXHIBIT 6

ANNEXTURE No. 7

0020



Handwritten: 45, 24/10/97
VIJAY DATTA
Sub Divisional Engineer
Rajouri Road
Old Middle School
Ram Pura, Delhi

India Office:
202 Turning Point
Canada Center

1-118 2/334:
Dunbar, Nelsie, Indig

No. 59078 दिनांक 21 FEB 2007
विषय : विज्ञापन



(शेखर यादव) SHEKHAR YADAV
 सहायक सचिव (को.वा.०.)
 Section Officer (C.A.)
 जी.पी.डी. विभाग GPV Division
 विदेश मंत्रालय, नई दिल्ली
 Min. of External Affairs, New Delhi

ANNEXURE No... 8...

AMERINDIA FOODS LTD
1600 Tenth Street
BERKELEY, CALIFORNIA 94710

24

Office:
1600 Tenth Street
Berkeley, California 94710
Maharashtra State, India 422 002

India Plant:
Dundun, Nasik, India

Telephone: (510) 549-2736
Facsimile: (510) 549-2832



July 7, 1907

Mr. Jagjit Singh
Village Ramdass (Kothe)
Tehsil Ajnala
Amritsar, INDIA

Dear Mr. Rachpal Singh:

This is to inform you that finally we have been able to secure the permission from the central government for shipping machinery from the United States. We expect to receive the final permission from the Reserve Bank of India very soon. As soon as we have RBI permission we will start shipping the machinery to Nasik. Immediately thereafter you and Mr. Jagjit Singh will be asked to leave for Nasik. We will send you Rs. 5,000 each for the month of August, 1997 along with moving expenses to Nasik. As soon as our machinery and financing is in place, we will raise your salary considerably and invite you and Mr. Jagjit Singh to the United States for training.

Very truly yours,

Arthur Berg

Arthur Berg

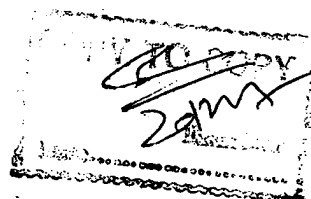
AB/ms

*MC
Bachchan*

ANNEXTURE No... 8...

EXHIBIT 8

0050



24/7/07
c/s **VIJAY DATTA**
Sub Divisional Magistrate
Rajouri Garden,
Old Middle School Compound,
Ram Pura, Delhi-110036.

FL:510-549-2832
ANNEXTURE No. 9

Oct 1 97 15:41 No.001 P.U

AMERINDIA FOODS LIMITED
202, Turning Point, Canada Center
NASHIK, MAHARASHTRA

Office:
100 Tenth Street
Berkeley, California 94710

India Plant:
Dindori, Nashik, India

Telephone: (0253) 577-336
Facsimile: (0253) 313-733



19th September, 1997

Mr. Jagjit Singh Randhawa
Avis Rent A Car System, Inc.
Oxford & Hearst Street
Berkeley, California 94704
UNITED STATES OF AMERICA

RE: ISSUANCE OF CLASS 'A' PREFERRED STOCK

Dear Mr. Randhawa:

We are pleased to inform you that our registration formalities with the Indian government have been completed. We are now in the process of issuing the stock certificate to our preferred investors. Class 'A' Preferred Stock has been valued at the corporate books at Rs. 50 per share. As your total investment is Rs.10,00,000, you are entitled to a stock certificate worth 20 lakhs shares.

Our financing is near completion and we will begin constructing our plant in the month of January, 1998.

Please keep us informed of any change in your address.

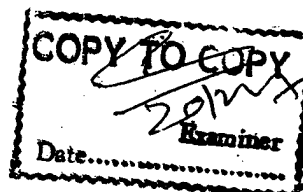
Sincerely,

Virender Kumar
Secretary-Corporate Affairs

Handwritten: A/C Virender Kumar

ANNEXTURE No. 9

EXHIBIT 4



Handwritten: 9/1/2007
VJAY DATTA
Sub Divisional Engineer
Rajput Cantonment
Old Middle School
Ram Pura, Delhi-110066

0051

THE
OFFICE
1149 SOUTH



February 19, 2003

PERSONAL AND CO

Kanwal Sain, Financial
Amerindia Foods, Limi
202 Turning Point
Canada Center
k 422-002 M.S.

No. 29046
दिनांक 21 FEB 2007

21 FEB 2007



(Shekhar Yadav/SHEKHAR YADAV)
कर्मचारी अधिकारी (ओ.ए.ए.)
Section Officer (O.L.)
ओ.ए.ए. विभाग, CPV Division
विदेश मंत्रालय, नई दिल्ली
Min. of External Affairs, New Delhi

THE STATE BAR
OF CALIFORNIA

1149 SOUTH HILL STREET, LOS ANGELES, CALIFORNIA 90015-2299

OFFICE OF THE CHIEF TRIAL COUNSEL
ENFORCEMENT

TELEPHONE: (213) 765-1000
TDD: (213) 765-1566
FAX: (213) 765-1318

DIRECT DIAL: (213) 765-1171

February 19, 2003

PERSONAL AND CONFIDENTIAL

Kanwal Sain, Financial Controller
Amerindia Foods, Limited
202 Turning Point
Canada Center
Nashik 422-002 M.S.
India

In Re: Case Number: 02-Q-11383
Respondent: Padam Kumar Khanna

Your Reference No.: INTN/AM-06

Dear Mr. Sain:

This office is investigating a complaint filed against the California attorney, named above, regarding monies Jaggit and Baljit Randhawa paid to the attorney in the amount of \$25,000.00. These funds were paid to Mr. Khanna in the belief that these funds were being invested in Amerindia Foods, Ltd., otherwise known as Khanna Foods, USA.

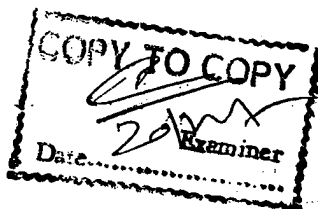
On November 18, 1996, Jaggit and Baljit Randhawa deposited a total of \$16,000.00 in an account in the name of Khanna Foods, USA as an investment. However, they never received an accounting from either the attorney, Khanna Foods, USA or Amerindia Foods, Ltd.

Jaggit and Baljit Randhawa state that they requested a refund of their money, however, they were informed that the monies could not be withdrawn from the account, that the account was closed in 1999 by the attorney and allegedly the funds were turned over to Amerindia Foods, Ltd. and they would have to get the funds from Amerindia. Mr. Khanna states that he requested Amerindia to refund the monies to the Randhawas. However, they never received any portion of these funds.

The bank these funds were placed into was Bank of America, account number 05559-07175, in the name of Khanna Foods, USA. \$9,000.00 was deposited on November 18, 1996 and \$7,000.00 on November 19, 1996.

ANNEXTURE No. 10 (1)

EXHIBIT B 0037



ok *8/11/07*
VIJAY DATTA
Sub Divisional Magistrate
Rajmuni Chaudhary
Old Middle Street, 1st Floor, ex.
Ram Pasa, Lucknow-226006.

Thank you for your courts:

2807
AR YADAV
To Mr. ()
(O L)
Division
नई दिल्ली
Mrs. New Delhi

10(2)



...ain, Financial Controller
...19, 2003

I would appreciate any assistance you can give me in tracking these funds to establish whether Amerindia Foods, Ltd. ever received these funds and whether Mr. Khanna was authorized to open the Khanna account.

Mr. Khanna contends that Amerindia Foods, Ltd. authorized him to open the Khanna Foods, USA account to be used strictly to pay for expenses and other related expenses incurred by Mr. Khanna as the legal representative of Amerindia Foods, Ltd. in the United States.

Please provide me with documentation that Amerindia Foods, Ltd. did exist during the period from January 1, 1996 through December 31, 1999.

Please provide a response to this letter as soon as possible so that we can resolve this investigation as expeditiously as possible.

Thank you for your courtesy and cooperation in this matter.

Very truly yours,

Alice Verstegen

Alice Verstegen
Senior Investigator

AV/nb

10(2)

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HC Khanna



95
2/2/07
VIJAY DATTA
Sub Divisional Magistrate
Rajouri Garden,
Old Middle School Complex,
Ram Pura, Delhi-110035.

0038

Alien
Attorney
Office
The
1148
LOS A
UNITE

REFER
KANWAL

FIGURE N

सं. २४४५ दिनांक २१ FEB 2007
 NO. 2445 Date 21 FEB 2007
 अतिरिक्त निदेश / एन डी विभाग / विभाग
 मंत्रालय / विभाग / विभाग
 नवदिल्ली / विभाग / विभाग
 सहायक निदेशक (Executive)
 The Secretary of the Ministry of External Affairs
 Ministry of External Affairs



Shekhar
 (शेखर यादव/SHEKHAR YADAV)
 अनुसंधान अधिकारी (ओ.ए.ए.)
 Section Officer (O.I.)
 एन डी विभाग, CPV Division
 विदेश मंत्रालय, नई दिल्ली
 Min. of External Affairs, New Delhi



12 - 32

SHIPPER'S COPY

ORIGIN INDIA **DESTINATION** USA

SHIPPER/Consignee
 CHITRA S CHANNA
 SUPREME COURT ADVOCATE
 VERACITY
 VERACITY
 91-49-52-1952

Receiver/Consignee
 ALICE VERSTEGEN
 THE STAYB BARRISTER
 40015-2299

City CHENNAI **Post/Zip Code** INDIA
Country INDIA
Contact Name ALICE VERSTEGEN
Telephone No. 91-49-52-1952
Description of Consignee (including address and phone no.) VERACITY

City LOS ANGELES **Post/Zip Code** CALIFORNIA
Country USA
Contact Name ALICE VERSTEGEN
Telephone No. 91-49-52-1952
Description of Consignee (including address and phone no.) VERACITY

AIRWAY BILL

Volume/Weight 500195
Weight Charges 650
Special Charges 19-5
Service Tax 5% 669.50
TOTAL 669.50

Receiving in good order and condition
 Date: 17/05/07
 Time: 17:05
 Signature: [Signature]

Discontinue of Consignment (247)
 Reason for Discontinuation: X
 Date: 17/05/07

Signature of Shipper [Signature] **Date** 17/05/07

Signature of Receiver [Signature] **Date** 17/05/07

Signature of Shipper's Agent [Signature] **Date** 17/05/07

Signature of Receiver's Agent [Signature] **Date** 17/05/07

EXHIBIT D

ANNEXTURE No. 12

[Signature]
[Signature]

[Signature]
[Signature]

ck 8/6
20/7/07
 Sub Divisional
 Registrar
 Old Police Station
 P. S. S. S. S. S.

34
PUBLIC MATTER

FILED

OCT 21 2004

STATE BAR COURT

STATE BAR COURT CLERK'S OFFICE
SAN FRANCISCO

HEARING DEPARTMENT - SAN FRANCISCO

In the Matter of

PADAM KUMAR KHANNA,

Member No. 85229,

A Member of the State Bar.

Case No. 02-O-11383-PEM

DECISION AND ORDER ON
INVOLUNTARY INACTIVE
ENROLLMENT

I. INTRODUCTION

This disciplinary case involves a seasoned attorney who had created a web of deceptions to seduce his unsophisticated clients to invest \$31,000 in a sham corporation and who insists on these same fraudulent and contrived misrepresentations before this Court. His acts of moral turpitude and dishonesty shock the conscience of the legal profession, pose a danger to the public, and degrade the highest possible professional standards for attorneys.

Respondent PADAM KUMAR KHANNA is charged with multiple acts of misconduct in one client matter. The charged misconduct includes (1) failing to comply with certain prophylactic requirements regarding an adverse interest; (2) misappropriating client's investment funds; (3) failing to return client files; (4) failing to render an accounting; (5) misrepresenting to the State Bar regarding the disposition of client funds; (6) misrepresenting to the State Bar about the client files; and (7) failing to cooperate in the State Bar investigation.

This Court finds, by clear and convincing evidence, that Respondent is culpable of all but one of the charged acts of misconduct. Based upon the egregious nature and extent of culpability, as well as the applicable aggravating circumstances, the Court recommends that Respondent be disbarred from the practice of law in California.

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ANNEXTURE No. 13(1)

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VIJAY DATTA

Sub Divisional Magistrate
Rajouri Garden,
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New Delhi



II. PERTINENT PROCEDURAL HISTORY

The Office of the Chief Trial Counsel of the State Bar of California (State Bar) initiated this proceeding by filing a seven-count Notice of Disciplinary Charges (NDC) on June 25, 2003. On August 4, 2003, Respondent filed a response to the NDC.

At the August 2, 2004 pretrial conference, the parties stipulated to some of the facts underlying the State Bar's charges. These agreed-upon facts were memorialized in a Stipulation As to Facts on August 17, 2004.

A three-day trial was held August 17-19, 2004. The State Bar was represented in this proceeding by Deputy Trial Counsel Tammy Albertsen-Murray. Respondent represented himself.

At the close of the hearing, the parties agreed to submit closing trial briefs on September 1, 2004. The Court took this proceeding under submission on September 7, 2004, after the parties had filed closing trial briefs.

III. FINDINGS OF FACT AND CONCLUSIONS OF LAW

A. Jurisdiction

Respondent was admitted to the practice of law in California on May 15, 1979, and has been a member of the State Bar of California at all times since that date.

B. Findings of Fact

The following findings of fact are based on the parties' partial stipulation of facts and the evidence and testimony introduced at this proceeding. Other than Respondent, the witnesses who testified at trial were Jagjit Sing Randhawa, Baljit Randhawa, attorney Bryant H. Byrnes, and State Bar investigator Alice Verstegen. The Court finds Respondent's testimony to be self-serving and not credible. However, the Court finds the other witnesses to be credible.

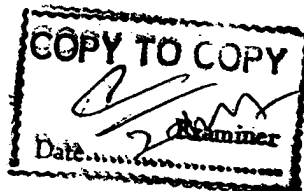
1. Representation of Baljit Randhawa

Jagjit Sing Randhawa and Baljit Randhawa are Indian immigrants who speak very limited English. Jagjit has been a gas station attendant in Oakland since 1989 and had a second job at a car rental company in Berkeley until 2000. His wife, Baljit, has worked at a fast food restaurant for the past six years.

While working at the car rental company, Jagjit met Respondent, who was a frequent

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ANNEXTURE No. 13(2)



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Sub Divisional Magistrate
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Old Middle School Complex,
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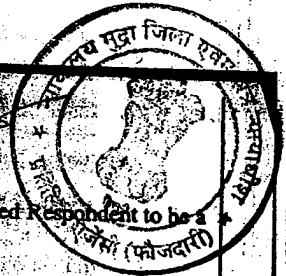
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CPV Division
New Delhi



other there and speaks Jagjit's native language, Punjabi. Jagjit considered Respondent to be a friend because of their common culture and language.

Between 1996 and 1999, the Randhawas hired Respondent to represent them in several legal matters.

In 1996, Respondent provided legal services on behalf of and advice to Baljit in three matters: (1) Vehicle Code violations; (2) Temporary Restraining Order (TRO); and (3) shoplifting. There was no fee agreement.

The Randhawas testified that they paid Respondent the fees he had charged. Jagjit paid Respondent \$1,000 for the Vehicle Code violations case and \$500 for the shoplifting matter. He did not ask for a receipt. Respondent discussed the TRO matter with Baljit but did not charge any legal fees.

Therefore, the Randhawas did not owe Respondent any legal fees in those three matters.

a. Respondent's Contentions

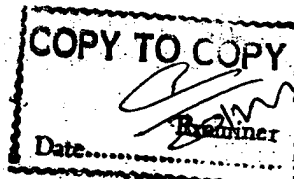
Respondent denies that he had ever received any compensation for his services in the Vehicle Code violations case or the TRO matter. Respondent testified that although he did not represent Baljit on the TRO matter, he did discuss the matter with her and had expected to be paid. But Respondent did not have a written fee agreement with the Randhawas and never asked for any fees.

Respondent further claims in a July 13, 2001, letter to the Randhawas' subsequent counsel, attorney Bryant H. Byrnes,¹ that the Randhawas owed him an additional \$4,500 for his representation in the shoplifting matter. But Baljit did not plead guilty to shoplifting and was let off on a fine of \$100. Moreover, Respondent testified he did not have a copy of any written fee agreement and that he does not remember whether he charged a flat fee.

Thus, Respondent's contention that the Randhawas still owe him legal fees in Baljit's three matters is without merit.

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¹State Bar exhibit 9, p. 9.



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 VIKY DATTA
 Sub Divisional Magistrate
 Rajouri Garden,
 Old Middle School Complex,
 Ram Pura, Delhi-110035

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(निदेश यादव/SHEKHAR YADAV)
 निदेश यादव (बी.आई.)
 निदेश अधिकारी (O.I.)
 निदेश विभाग, CPV Division
 निदेश मंत्रालय, नई दिल्ली
 M. of External Affairs, New Delhi



2. *Representation of Jagjit Randhawa*

Respondent represented Jagjit in two legal matters.

In or about 1996, Respondent represented Jagjit in one DUI case. Respondent charged him \$2,500 which Jagjit paid. Again, there was no written fee agreement.

In 1997, Jagjit hired Respondent to retrieve some of his personal property from a friend's house. Jagjit paid Respondent \$700 to handle the case, as charged by Respondent. The Randhawas paid Respondent in full.

a. *Respondent's Contentions*

Respondent claims that he charged Jagjit \$3,000 for the DUI matter and that he received only \$500. As a result, Respondent argues that Jagjit still owes him the balance of \$2,500.

Respondent also contends that he charged the Randhawas \$3,500 for the personal property case but received only \$500. Respondent admits that while he thinks he gave Baljita a fee agreement in this matter, he does not have a copy even though it is his policy to keep a copy of his fee agreements.

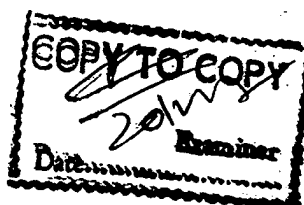
Respondent's contention that the Randhawas still owe him legal fees in Jagjit's two matters is rejected.

3. *The Randhawas' Investment in Amerindia Foods Limited*

Amerindia Foods Limited (AFL) is a food company incorporated in 1992 that is supposedly located in India. AFL's primary business purpose was to manufacture mango juice and manage a large tomato farm in India. According to Respondent, he was one of AFL's principal founders. Other founders included his family and relatives. Respondent was AFL's President of the North American branch and legal counsel in the United States. Respondent's brother, Chiter S. Khanna, was AFL's chairman. In 1996, when his brother had a heart attack, Respondent was sometimes referred to as the chairman of AFL. Respondent testified that between 1995 and 2003, the company tried to acquire machinery but was unsuccessful.

In June 1995, Respondent opened a checking account at Bank of America in the name of Khanna Foods, USA, account number 05559-07175 (Khanna Foods account). According to Respondent, Khanna Foods, USA was not a company—it was his own business name. Respondent

ANNEXTURE No. 13(4)



28/12/07
VJAY DATTA
Sub Divisional Magistrate
Rajouri Garden,
Old Middle School Complex,
Ram Pura, Delhi-110034.

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(सचिव यादव/SHEKHAR YADAV)
अध्यापक सचिव (मो. कार्य)
Section Officer (I.)
विभाग 100, CPV Division
विभाग 100, नई दिल्ली
Min. of External Affairs, New Delhi



3 admitted that he was the sole proprietor of Khanna Foods, USA. He set up the account to receive
4 royalty payments from AFL for technology that he and his mother had developed with respect to
5 hybrid tomato seeds and to pay any incidental expenses that Respondent as legal counsel for AFL
6 incurred in the United States.

7 In 1996, while representing the Randhawas, Respondent frequently discussed with Jagjit
8 about AFL, its lucrative potentials, and the window period that the Randhawas could also partake
9 in this business venture. Respondent enticed the Randhawas to invest in AFL. After viewing the
10 company brochure and placing their trust on Respondent as a friend and attorney, the Randhawas
11 became convinced of AFL's profitability and hurriedly gave Respondent \$25,000 for investment in
12 AFL within the deadline before Respondent left for India in November 1996. In return, the
13 Randhawas were to receive certain shares of stock in AFL.

14 Respondent provided the Randhawas with deposit slips to his personal bank account and
15 Khanna Foods account. Respondent instructed them that each deposit should be less than \$10,000
16 to avoid the scrutiny of tax officials. The deposit made in Respondent's personal bank account was
17 for investment and not for payment of legal fees.

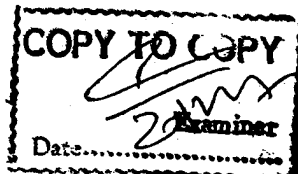
18 In accordance with Respondent's instructions, the Randhawas invested \$25,000 in AFL by
19 making three deposits in Respondent's bank accounts at Bank of America as follows:

Date of Deposit	Amount	Account No.
11/18/96	\$ 9,000	05557-07176 (Respondent's personal account)
11/18/96	\$ 9,000	05559-07175 (Khanna Foods account)
11/19/96	\$ 7,000	05559-07175 (Khanna Foods account)
Total	\$25,000	

23 Respondent then left for India. On November 25, 1996, Respondent issued a check made payable
24 to himself from the Khanna Foods account in the amount of \$4,000 for his Indian trip. (State Bar
25 exhibit 6, p. 47.)

26 While Respondent was in India, he called the Randhawas to tell them that they would have
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VIJAY DATTA
Sub Divisional Magistrate
Old Middle School Complex,
Ram Pura, Delhi-110035.

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श्री. अशोक कुमार यादव, SHEKHAR YADAV
 अनुपाय विभागी (ओ.आर.)
 Section Officer (I.I.)
 विभाग, CPV Division
 विभाग, नई दिल्ली
 Min. of External Affairs, New Delhi



to pay an additional \$5,000 to \$6,000 in cash in order to have an investment of ten lakhs² of Indian Rupees. When Respondent returned from India, the Randhawas paid Respondent the additional \$6,000 in cash as requested. They had borrowed the money from Jagjit's father.

Between December 1996 and September 1997, AFL sent three letters to Jagjit, confirming the receipt of his investment funds and promising the imminent issuance of stock certificates worth 20 lakhs shares.³

Despite Respondent's and AFL's repeated promises and Jagjit's constant inquiries regarding AFL stock, to date, the Randhawas have not received a single stock certificate or any evidence of their investment.

Contrary to Respondent's assertion that he set up the Khanna Foods account to receive royalty payments from AFL and to pay any incidental expenses that Respondent as legal counsel for AFL incurred, Respondent used the account to pay Respondent's personal bills and purchases. In December 1996, he paid \$1,827 for a computer, \$1,028.38 for another computer and \$200 with a notation "Happy Holiday," and \$100 to Household Credit Services, Inc. In January 1997, he paid \$330.97 to PacBell and \$20 for a parking citation.

In 2001, after it became clear to the Randhawas that they were never going to receive a single stock certificate or any evidence of their investment, the Randhawas hired attorney Bryant H. Byrnes to assist them in recovering and/or obtaining an accounting of their investment funds. On June 29, 2001, Attorney Byrnes wrote to Respondent, asking for an accounting of the investment funds and legal fees that the Randhawas had paid.⁴

On July 13, 2001, Respondent listed the Randhawas matters and stated that he had received \$2,100 in legal fees from the clients but that they still owed him about \$19,000.⁵ However, he did not provide an accounting of the fees or the investment funds. Respondent further wrote:

²A lakh is a unit in Indian currency.

³State Bar exhibit 28, pp. 3, 4, and 6.

⁴State Bar exhibit 9, pp. 8-12.

⁵State Bar exhibit 9, p. 8.

ANNEXTURE No. 13(6)



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Old Middle School Complex,
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उपस्थिति
The (Executive)
Magistrate /
.....



शेखर यादव/SHEKHAR YADAV
इन्चार्ज बतौरिका (सी.आई.डी.)
Section Officer (C.I.D.)
होमरी बतौरिका CPV Division
विदेश मंत्रालय, नई दिल्ली
Min. of External Affairs, New Delhi

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"Since June 1999, when I disassociated from Mr. Randhawa, he has repeatedly threatened and harassed me about his claimed investment in the Indian project. I have repeatedly told him to please show the receipts of the money which he claims he sent to India or deposited in my account for payment of fees."

In other word, Respondent was denying he had ever received the investment funds from the Randhawas unless they had proof. Meanwhile, the \$16,000 in the Khanna Foods account was depleted by 2001.

On July 18, 2001, attorney Byrnes again wrote to Respondent requesting that Respondent allow him an opportunity to see six Randhawas client files.⁶ On August 7, 2001, Respondent replied that these were closed files, he would have to locate them, and due to the press of business he would not be able to do anything about the files until the end of August. On September 18, 2001, attorney Brynes again requested that Respondent make available to him the Randhawas' files.⁷ On September 21, 2001, Respondent replied:

"I am extremely busy till the 15th of October, 2001. However, I can certainly send the copies of all the files ... which I have been able to locate. Those certainly belong to him and he has an absolute right to those files. I will charge you the going rate for copying and my time."

Although Respondent replied, his answers were nonresponsive. Respondent did not return the files or provide an accounting. In December 2001, attorney Byrnes assisted the Randhawas in filing a complaint with the State Bar. When the State Bar wrote to Respondent in January 2002 about the return of the client files, he replied:

"[T]his is the first time I have been requested to do so. Neither the Randhawas nor their attorney Mr. Byrnes had asked for the files to be sent."

In the April 2002 response, Respondent wrote: "I did not know who to send the files to." Respondent finally returned the files to attorney Byrnes in April 2002.

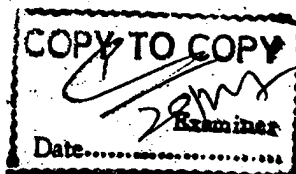
⁶State Bar exhibit 9, p. 13.

⁷State Bar exhibit 9, p. 15.

⁸State Bar exhibit 9, p. 17.

⁹State Bar exhibit 11.

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VIJAY DATTA
Sub Divisional Magistrate
Rajouri Garden,
Old Middle School Corridor,
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The Director / Director (Executive)
Magistrate / Director of Marriage /
Magistrate



(सहकार वाचक/SHEKHAR TABAK)
सहायक निदेशक (सं. वा. सं.)
Section Officer (S.O.)
विदेश मंत्रालय, CPV Division
विदेश मंत्रालय, नई दिल्ली
Min. of External Affairs, New Delhi



a. Respondent's Contentions

Respondent denies that he had ever given the bank deposit slips to the Randhawas or instructed them to make such deposits. He argues that those bank deposit slips must have been stolen from his office because he had no idea how the Randhawas obtained access to those deposit slips.

In a January 30, 2002 letter¹⁰ to State Bar Complaint Analyst, Rebecca Foley, Respondent wrote:

"The Randhawas never paid me \$25,000 for a business investment. As Randhawas were my clients, they were strictly prohibited to invest money in any of my personal investments."

Respondent stated that on November 18, 1996, Jagjit called him after he deposited \$9,000 in Respondent's personal bank account as partial payment for his legal fees and \$9,000 in the Khanna Foods account and threatened that he was going to deposit another \$16,000 into the Khanna Foods account in the next few days. Respondent recalled being very upset that Jagjit deposited \$9,000 for investment in the Khanna Foods account. He also blamed the Randhawas for being "out of control and uncooperative during their status as [his] clients." He "opted to withdraw as their counsel but stayed on when they pleaded total ruin because of language and cultural barriers." He contended that the Randhawas still owed him more than \$19,000 in legal fees.

He further alleged in his January 2002 letter that once he sent the money to AFL, it was AFL's responsibility to return the \$16,000 to the Randhawas and that he had "nothing to do with [Jagjit's] investment."¹¹ He also wrote: "Because of not being able to exercise any control over Randhawas I closed both account sometimes in 1999."¹²

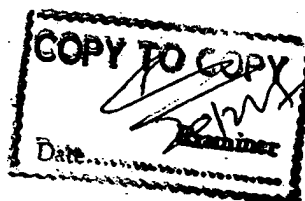
Respondent claimed that he told Jagjit that investing in AFL was absolutely forbidden

¹⁰State Bar exhibit 11.

¹¹In Respondent's January 30, 2002 letter to the State Bar, Respondent stated, "Since 1999, Mr. Randhawa has been enquiring about his investment in AFL. I have repeatedly told him that I have nothing to do with his investment and that he should contact AFL directly." (State Bar exhibit 11.)

¹²State Bar exhibit 11.

Handwritten signature: D.K. Datta



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VIJAY DATTA
 Sub Divisional Magistrate
 Rajouri Garden,
 Old Middle School Complex,
 Ram Pura, Delhi-110038

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SECRETARY (Executive)
Shekhar Yadav
(शेखर यादव/SHEKHAR YADAV)
अनुसंधान अधिकारी (बी.आई.)
Research Officer (B.I.)
बीबीबी अकादमि, CPV Division
विदेश मंत्रालय, नई दिल्ली
Min. of External Affairs, New Delhi



that on November 18, 1996, he sent Jagjit a letter to that effect.¹³ In the November letter, Respondent warned Jagjit that he could not invest in any of Respondent's personal projects, including the AFL. He admonished Jagjit not to invest any money in AFL. He also told Jagjit that he was sending Jagjit's investment funds to India and would advise AFL not to allow Jagjit to invest and to return the money. But the Randhawas testified that they never saw that letter.

In an April 11, 2002 follow-up letter to the State Bar,¹⁴ Respondent purported to be intrigued by Jagjit's knowledge of his personal and AFL accounts at Bank of America. He also claimed that since Jagjit, on his own initiative, deposited the funds for investment, his fiduciary duty as the attorney for AFL was to forward the money to AFL (which was their notice of the investment) and request that AFL then return the money to the Randhawas.

At trial, Respondent testified that when he learned that the Randhawas had deposited \$16,000 into his Khanna Foods account, he asked his mother in India, who was a shareholder in royalties to AFL, to give \$16,000 to AFL. Respondent reckoned that once his mother transferred \$16,000 to AFL, the \$16,000 in his Khanna Foods accounts was then his personal money. He further testified that the \$9,000 deposited in his personal account was for outstanding legal fees that the Randhawas still owed.

The Court finds Respondent's contentions absolutely unbelievable and unreasonable and rejects his fabricated stories. In particular, Respondent was at a loss to explain where his mother obtained the \$16,000 to give to AFL in India. Respondent told the Randhawas to pursue the refund of their investment funds from AFL directly and not from him because he could not touch the funds in the Khanna Foods account. Yet, he considered the \$16,000 in the account as his personal money.

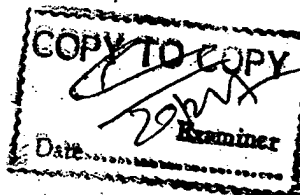
More important, the Court does not believe that the entity of AFL even existed. Respondent has produced no independent reliable evidence, other than photocopies of uncertified documents and letters from alleged officers of the company.

Assuming that AFL was incorporated in 1992 and the Khanna Foods account was

¹³State Bar exhibit 28, p. 2.

¹⁴State Bar exhibit 13.

ANNEXTURE No. 13(9)



2/5
VIJAY DATTA
Sub Divisional Magistrate
Rajouri Garden,
Old Middle School Complex,
Ram Pura, Delhi-110036.